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CORPORATION(S) NAME

Knight Images Interactive, Inc.

Amended & Restated

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended and Restated articles

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DIVISION OF CORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KNIGHT IMAGES INTERACTIVE, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Knight Images Interactive, Inc. (the "Corporation") is a corporation duly organized and existing under the Florida Business Corporation Act (the "Florida Act").

These amended and restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Sections 607.1005 and 607.1007 of the Florida Act on August 7th, 2000. None of the amendments contained in this Restatement required the approval of the Corporation's shareholders.

The Articles of Incorporation are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the corporation is Knight Images Interactive, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

130 South Orange Avenue
Suite 150
Orlando, Florida 32801

**ARTICLE III
AUTHORIZED SHARES**

3.1. Authorized Shares. The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than **Thirty Million (30,000,000)** shares of capital stock, consisting of **Twenty-Five Million (25,000,000)** shares of common stock, par value \$.01 per share ("Common Stock") and **Five Million (5,000,000)** shares of preferred stock, par value \$.01 per share ("Preferred Stock").

3.2. Common Stock. The holders of Common Stock shall be entitled to vote at any meeting of shareholders of the Corporation. Except as otherwise provided in these Articles of Incorporation, as regards matters as to which they are entitled to vote, holders of Common Stock shall be entitled to one vote for each share of Common Stock held by them. The holders of Common Stock shall be entitled to participate share for share in any cash or stock dividend that may be declared from time to time on the Common Stock

of the Corporation by the Board of Directors and to receive pro rata the net assets of the Corporation upon liquidation.

3.3. Preferred Stock. Subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, the Board of Directors may classify and reclassify any unissued shares of Preferred Stock by setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions (including restrictions on transfers of shares), limitations as to dividends, qualifications or terms or conditions of redemption of such shares of Preferred Stock. The power of the Board of Directors to classify and reclassify any of the shares of Preferred Stock shall include, without limitation, authority to determine, fix or alter one or more of the following:

3.3.1. The distinctive designation of such class or series and the number of shares to constitute such class or series; *provided that*, unless otherwise prohibited by the terms of such or any other class or series, the number of shares of any class or series may be decreased by the Board of Directors in connection with any classification or reclassification of unissued shares, and the number of shares of such class or series may be increased by the Board of Directors in connection with any such classification or reclassification, and any shares of any class or series which have been redeemed, purchased, otherwise acquired or converted into shares of Common Stock or any other class or series shall become part of the authorized capital stock and be subject to classification and reclassification as provided in this sub-paragraph;

3.3.2. Whether or not and, if so, the rates, amounts and times at which, and the conditions under which, dividends shall be payable on shares of such class or series, whether any such dividends shall rank senior, or junior to, or on a parity with the dividends payable on any other class or series of stock, and the status of any such dividends as cumulative, cumulative to a limited extent or non-cumulative and as participating or non-participating;

3.3.3. Whether or not shares of such class or series shall have voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights;

3.3.4. Whether or not shares of such class or series shall have conversion or exchange privileges and, if so, the terms and conditions thereof, including provision for adjustment of the conversion or exchange rate in such events or at such times as the Board of Directors shall determine;

3.3.5. Whether or not shares of such class or series shall be subject to redemption and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; and whether or not there shall be any sinking fund or purchase account in respect thereof and, if so, the terms thereof;

3.3.6. The rights of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which rights may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and whether such rights shall rank senior, or junior to, or on a parity with such rights of any other class or series of stock;

3.3.7. Whether or not there shall be any limitations applicable, while shares of such class or series are outstanding, upon the payment of dividends or making of distributions on, or the acquisition of, or the use of moneys for purchase or redemption of, any stock of the Corporation, or upon any other action of the Corporation, including action under this sub-paragraph, and, if so, the terms and conditions thereof; and

3.3.8. Any other preferences, rights, restrictions, including restrictions on transferability, and qualifications of shares of such class or series not inconsistent with law and these Articles of Incorporation.

ARTICLE IV PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE V SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. If the action is taken by less than all of the shareholders entitled to vote on the action, all voting shareholders on the record date who did not participate in taking the action shall be given written notice of the action taken, and shall be furnished with the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, not more than ten days after taking the action without a meeting.

ARTICLE VI BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be three (3).

ARTICLE VII LIMITATION OF DIRECTOR LIABILITY

Section 7.1 A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability resulting from a breach of or failure to perform his duties as a director if such breach, or failure to perform, constitutes:

(a) an appropriation, in violation of his duties, of any business opportunity of the Corporation;

(b) an act or omission involving intentional misconduct or a knowing violation of law;

(c) a violation of Section 607.0834 of the Florida Business Corporation Act (the "Corporation Act"); or

(d) a transaction from which the director received an improper personal benefit.

Section 7.2 Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

Section 7.3 If the Corporation Act is amended, after this Article becomes effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Corporation Act, as so amended.

Section 7.4 In the event that any of the provisions of this Article (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of the fact:

(i) that he or she is or was a director or Board-elected officer of the Corporation, or

(ii) that he or she, being at the time a director or Board-elected officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other entity, including service with respect to an employee benefit plan (collectively, "another entity" or "other entity"),

whether either in case (i) or in case (ii) the basis of such proceeding is alleged action or inaction (x) in an official capacity as a director or officer of the Corporation, or as a director, trustee, officer, employee or agent of such other entity, or (y) in any other capacity related to the Corporation or such other entity while so serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Corporation Code, as the same exist or may hereafter be amended (but, in the case of any such amendment, with respect to alleged action or inaction occurring prior to such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss, including without limitation counsel fees and expenses, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement, actually and reasonably incurred by such person in connection therewith. The persons indemnified by this Article 8 are hereinafter referred to as "indemnitees." Such indemnification as to such alleged action or inaction shall continue as to an indemnitee who has after such alleged action or inaction ceased to be a director or officer of the Corporation, or director, trustee, officer, employee or agent of such other entity, and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Notwithstanding the foregoing, except as may be provided in the Bylaws or by the Board of Directors, the Corporation shall not indemnify any such indemnitee in connection with a proceeding (or portion thereof) initiated by such indemnitee unless such proceeding (or portion thereof) was authorized expressly by action of the Board of Directors. The right to indemnification conferred in this Article 8: (i) shall be a contract right; (ii) shall not be affected adversely to any indemnitee by any amendment of these Articles of Incorporation with respect to any alleged action or inaction occurring prior to such amendment; and (iii) shall, subject to any requirements imposed by law and the Bylaws, include the right to be paid by the Corporation the expenses including attorneys' fees, actually and reasonably incurred in defending any such proceeding in advance of its final disposition.

Section 8.2 The rights to indemnification and to the advancement of expenses conferred in this Article 8 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, these Articles of Incorporation, bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The Bylaws may contain such other provisions concerning indemnification, including provisions specifying reasonable procedures relating to and conditions to the receipt by indemnitees of indemnification, provided that such provisions are not inconsistent with the provisions of this Article 8.

Section 8.3 The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any other officer, employee or agent of the Corporation (or any person serving at the Corporation's request as a director, trustee, officer, employee or agent of another entity) or to any person who is or was a director, officer, employee or agent of any of the Corporation's affiliates, predecessor or subsidiary corporations or of a constituent corporation absorbed by the Corporation in a consolidation or merger or who is or was serving at the request of such affiliate, predecessor or subsidiary corporation or of such constituent corporation as a director, officer, employee or agent of another entity, in each case as determined by the Board of Directors to the fullest extent of the provisions of this Article 8 in cases of the indemnification and advancement of expenses of directors and officers of the Corporation, or to any lesser extent (or greater extent, if permitted by law) determined by the Board of Directors. If so indemnified, such person shall be included in the term "indemnitee" or "indemnitees" as used in this Article 8 and in the Bylaws of the Corporation.

ARTICLE IX AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in accordance with the applicable provisions of the Corporation Code.

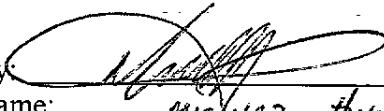
ARTICLE X SEVERABILITY

In the event that any of the provisions of these Articles of Incorporation (including any provision within a single Article, Section, Paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

ARTICLE XI DURATION

The Corporation shall have perpetual duration and existence.

IN WITNESS WHEREOF, the undersigned executes this Amended and Restated Certificate of Incorporation on behalf of the Corporation this 7th day of August, 2000.

By: 
Name: MICHAEL HAN
Title: PRESIDENT